

Nex Metals Explorations Ltd
ACN 124 706 449

Notice of Annual General Meeting
Explanatory Memorandum
and
Proxy Form

Date of Meeting
25 NOVEMBER 2024

Time of Meeting
2.00pm (AWST)

Place of Meeting
The AGM will be held at The Ambassador Hotel, 196 Adelaide Terrace, Perth, WA, 6000.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

This Notice of Meeting can be accessed on the Company's website at www.nexmetals.com.

Shareholders are also strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the Annual General Meeting of Shareholders of Nex Metals Explorations Ltd (**NME** or the **Company**) will be held on Monday, 25 November 2024 commencing at 2.00pm (AWST) at The Ambassador Hotel, 196 Adelaide Terrace, Perth, WA, 6000.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 2pm (AWST) on Saturday, 23 November 2024.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice of Meeting.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 - Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding** ordinary resolution the following:

'That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report be approved and adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 - Re-election of Director – Dato' Dr Chua Hock Hoo

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, in accordance with clause 16.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Dato' Dr Chua Hock Hoo, retires by rotation at this Meeting and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 - Approval of Additional 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a **special** resolution the following:

'That for the purposes of, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, Shareholders approve the Company having the additional capacity to issue Equity Securities up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with Listing Rule 7.1A and on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 4 – Ratification of Prior Issue of Shares – Listing Rule 7.1

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,111,112 Shares on the terms and conditions set out in the Explanatory Statement.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 5– Approval to Issue Shares in lieu of Director's Fees – Dato' Dr Chua Hock Hoo

To consider, and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,834,594 Shares to Dato' Dr Chua Hock Hoo (or his nominee) for unpaid accrued director fees up to 30 June 2022 on the terms and conditions set out in the Explanatory Statement.'

Voting exclusions

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 3 - Approval of Additional 10% Placement Facility	A person who, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under the 10% Placement Facility (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
Resolution 4 – Ratification of Prior Issue of Shares – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 5 – Approval to Issue Shares in lieu of Director’s Fees – Dato’ Dr Chua Hock Hoo	Dato’ Dr Chua Hock Hoo, his nominees and any Associates of those persons and any other person who will obtain a material benefit as a result of the issue of the Shares as contemplated by Resolution 5 (except a benefit by reason of being a holder of ordinary securities in the entity).

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibitions

Resolution 1, Resolution 2 and Resolution 5: in accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



Kenneth Malcolm Allen
Director and Company Secretary
Nex Metals Explorations Ltd

22 October 2024

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Ambassador Hotel, 196 Adelaide Terrace, Perth, WA,6000 on Monday, 25 November 2024 at 2:00pm (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 - Remuneration Report
Section 5	Resolution 2 - Re-election of Director – Dato' Dr Chua Hock Hoo
Section 6	Resolution 3 - Approval of Additional 10% Placement Facility
Section 7	Resolution 4 - Ratification of Prior Issue of Shares
Section 8	Resolution 5 – Approval to issue Shares in lieu of accrued directors' fees to Dato' Dr Chua Hock Hoo
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Voting and attendance information

Shareholders should read the Notice, including the Explanatory Memorandum, carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the

instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must only vote on a poll;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at admin@nexmetals.com by 10am on Monday, [1] November 2024.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.nexmetals.com;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's Auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 - Remuneration Report

4.1 Background

The Remuneration Report is a distinct section of the Directors' Report, which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's Annual Financial Statement. By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2024.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and key management personnel. The Chair of the meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

4.2 General

Section 249L(2) of the Corporations Act requires the Company to inform Shareholders that a resolution on the Remuneration Report will be put at the Meeting. Section 250R(2) of the Corporations Act requires the Company to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Following consideration of the Remuneration Report, the Chair, in accordance with Section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings the Company will be required to put to Shareholders at the second annual general meeting (**Later AGM**) a resolution on whether an extraordinary general meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Later AGM. All of the Directors who are in office when the resolution to make the Directors' Report considered at the Later AGM is passed, other than the Managing Director of the Company, will cease to hold office immediately before the

end of the Spill Meeting, but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election is approved will be the Directors of the Company.

At the Company's 2023 annual general meeting held on 30 November 2023, less than 25% of the eligible votes cast in respect of the 2023 Remuneration Report were cast against the adoption of the 2023 Remuneration Report. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the Remuneration Report are against the adoption of the Remuneration Report.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

4.3 Board recommendation

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 - Re-election of Director – Dato' Dr Chua Hock Hoo

5.1 General

Clause 16.4 of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting of the Company following that Director's appointment or three years, whichever is longer. Clause 16.4 of the Constitution also provides that one-third of the Directors of the Company must retire from office at the Meeting.

If Resolution 2 is passed, Dato' Dr Chua Hock Hoo remains a director of the Company. If Resolution 2 is not passed, Dato' Dr Chua Hock Hoo ceases to be a director of the Company.

Accordingly, Dato' Dr Chua Hock Hoo retires at this Meeting and, being eligible and offering himself for re-election, seeks re-election pursuant to Resolution 2.

5.2 Dato' Dr Chua Hock Hoo

The following information is provided in accordance with Recommendation 1.2 of the ASX Corporate Governance Principles and Recommendations:

(a) Independence and Term of Office

Dato' Dr Chua Hock Hoo has served as a Director since 13 September 2010 and was last re-elected at the Company's 2022 Annual General Meeting held on 30 November 2022.

If elected, the Board considers Dato' Dr Chua Hock Hoo to be an independent Director.

(b) Biographic Details

Dato' Dr Chua qualified as a professional accountant from the Chartered Institute of Management Accountants (UK) in 1993. He obtained a Doctorate in Knowledge Management (PHD) from the University of Malaya in 2012 and a Master of Business Administration (MBA) from Oklahoma City University, USA in 1995. He had successfully completed the 5th Asean Senior Management Development Program organized by Harvard Business School Alumni Club of Malaysia on 7 July 2013.

Dato' Dr Chua distinguished himself in practice as an auditor, licensed liquidator and a tax consultant. He is the co-founder and currently the Managing Partner of Cheng & Co, a Chartered Accountants firm in Malaysia. He has been appointed as an Adjunct Professor of UNITAR International University since January 2014. He is a member of the Malaysian Institute of Accountants, Malaysian Institute of Taxation and Financial Planning Association of Malaysia, a fellow member of the Chartered Institute of Management Accountants (UK), a fellow member of CPA Australia, and an associate member of the Institute of Internal Auditors Malaysia. He is also a member of Harvard Business School Alumni Club of Malaysia.

(c) **Material Directorships and Appointments**

No other directorships have been held in other listed entities during the past 3 years by Dato' Dr Chua Hock Hoo.

Dato' Dr Chua Hock Hoo has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 Board recommendation

Resolution 2 is an ordinary resolution.

The Board (other than Dato' Dr Chua Hock Hoo, who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote **IN FAVOUR** of this Resolution. The Chair intends to vote undirected proxies **IN FAVOUR** of this Resolution.

6. Resolution 3 - Approval of Additional 10% Placement Facility

6.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities the listed company had on issue at the start of that period.

Listing Rule 7.1A, however, enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**), subject to obtaining Shareholder approval. The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder approval by way of a special resolution to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) below). The number

of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A, without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the 10% Placement Facility and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

6.2 Listing Rule 7.1A

(a) Is the Company an eligible entity?

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$12.8m, based on the closing price of Shares (\$0.47) on 29 September 2024.

(b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities on issue, being the Shares (ASX:NME).

(c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
- (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the Shareholders under rule 7.4; and

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A, as calculated in accordance with Listing Rule 7.1A.2, must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity

Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(f) When can Equity Securities be issued?

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(g) What is the effect of Resolution 3?

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

6.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) Final date for issue

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) above).

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(b) Minimum issue price

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 6.2(e) above).

(c) Purposes of issues under the 10% Placement Facility

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c) above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 50% as against the current market price.

Share on issue (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.0235 50% decrease in Current Market Price	\$0.047 Current Market Price	\$0.071 50% increase in Current Market Price
272,277,954 Shares Variable A	10% Voting Dilution	27,227,795 Shares	27,227,795 Shares	27,227,795 Shares

Share on issue (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.0235 50% decrease in Current Market Price	\$0.047 Current Market Price	\$0.071 50% increase in Current Market Price
	Funds raised	\$639,853	\$1,279,706	\$1,919,560
408,416,931 Shares 50% increase in Variable A	10% Voting Dilution	40,841,693 Shares	40,841,693 Shares	40,841,693 Shares
	Funds raised	\$959,780	\$1,919,560	\$2,879,339
544,555,908 Shares 100% increase in Variable A	10% Voting Dilution	54,455,591 Shares	54,455,591 Shares	54,455,591 Shares
	Funds raised	\$1,279,706	\$2,559,413	\$3,839,119

Notes:

1. The table has been prepared on the following assumptions:
 - (a) The issue price is the current market price (\$0.047), being the closing price of the Shares on ASX on 29 September 2024, being the latest practicable date before this Notice was signed.
 - (b) Variable A comprises of 272,277,954 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
 - (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

3. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued or agreed to issue the following Equity Securities under Listing Rule 7.1A.

Date of Issue and Appendix 2A	Date of Agreement to Issue: 11 September 2024 Date of Appendix 3B: 11 September 2024
Recipients	As announced on 11 September 2024, the Company completed a \$1,530,000 (before costs) equity raise via a share placement to institutional and sophisticated investors.
Number and Class of Equity Securities Issued	14,793,229 Shares ²
Issue Price and discount to Market Price¹ (if any)	\$0.037 per Share. The price of \$0.037 per Share was a discount of 26% to the last traded price prior to announcement.

	The price of \$0.037 per Share was a discount of 23% to the 15 trading days VWAP prior to agreeing the placement (\$0.048).
Total Cash Consideration and Use of Funds	Amount raised: \$547,350 Amount spent: Nil Use of funds: N/a Amount remaining: \$547,350 Proposed use of remaining funds: Funds raised will be used to assess development options for the Kookynie Tailings Project, JV expenditure on tenements held by NME, working capital, and to explore potential value adding acquisition opportunities

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of announcement of the proposed issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: NME (terms are set out in the Constitution).

(g) Voting exclusion statement

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

However, this does not apply to a vote cast in favour of this Resolution by:

- (i) A person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- (ii) The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the chair decides; or
- (iii) A Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (A) The beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and

- (B) The Shareholder votes on this Resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

6.4 Board recommendation

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 - Ratification of Prior Issue of Shares

7.1 General

On 20 May 2024 the Company issued Shares to raise \$200,000 (before costs), being 11,111,112 Shares at an issue price of \$0.018 per Share under the Company's available Listing Rule 7.1 placement capacity.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issues of those Shares (**Ratification**).

7.2 Listing Rule 7.1, and 7.4

Listing Rule 7.1 provides that a Company may, subject to specified exceptions, during any 12 month period, issue equity securities up to 15% of the number of Shares on issue at the commencement of the 12 month period without obtaining Shareholder approval.

Listing Rule 7.4 allows the shareholders of a listed company to ratify a prior issue of securities made pursuant to Listing Rule 7.1 (provided that the prior issue did not breach Listing Rule 7.1), and if ratified those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and so do not reduce the Company's placement capacity under Listing Rule 7.1.

The purpose of Resolution 4 is to approve and ratify, in accordance with Listing Rule 7.4, the prior issue of 11,111,112 Shares issued on 20 May 2024 (**May Issue**) utilising the Company's Listing Rule 7.1 placement capacity.

If Shareholders approve Resolution 4 then the May Issue will be treated as having been made with approval for the purpose of Listing Rule 7.1. Therefore, if Resolution 4 is approved, the Company's 15% placement capacity under Listing Rule 7.1 will be refreshed, and the Company will be able to issue further equity securities up to that limit.

Refreshing the limit under Listing Rule 7.1 will also provide the Company with the flexibility to undertake future equity raisings without shareholders' approval, subject to those applicable limits.

If Shareholders do not approve Resolution 4, the 11,111,112 Shares issued as part of the May Issue will continue to count towards the 15% limit under Listing Rule 7.1 until 20 May 2025, when pursuant to Listing Rule 7.1, the Shares issued as part of

the May Issue will no longer count towards the 15% limit.

7.3 Specific Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4.

In respect of the 11,111,112 Shares issued on 20 May 2024:

- (a) The Shares were issued to new and existing institutional and sophisticated investors (none of whom were related parties of the Company);
- (b) 11,111,112 fully paid ordinary shares in the Company were issued, ranking equally with all other Shares and having identical rights to existing Shares quoted on the ASX;
- (c) The Shares were issued at an issue price of \$0.018 per Share under Listing Rule 7.1. The Company has not and will not receive any other consideration for the issue of these Shares;
- (d) The purpose of the May Issue was to raise \$200,000 (before costs) which has been, or will be, applied as a contribution to JV expenditure on tenements held by NME and as general working capital. As announced on 20 December 2023 and 12 July 2024, the Company holds a 20% interest in the Kookynie and Yundamindra Joint Venture (“JV”) with Metalicity Limited, pursuant to formal joint venture agreements, each of which require both joint venture parties (the Company and Metalicity Limited) to contribute to future expenditure in proportion to their participating interests in each of those JVs, respectively. Since December 2023, drilling has been completed at the Yundamindra Gold Project and exploration activities in respect of each of the JVs are ongoing; and
- (e) A voting exclusion statement is included in the Notice preceding this Explanatory Statement with respect to Resolution 4.

7.4 Board recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 4. The Chair intends to vote undirected proxies **IN FAVOUR** of Resolution 4.

8. Resolution 5 – Approval to issue Shares in lieu of accrued directors’ fees to Dato’ Dr Chua Hock Hoo

8.1 General

Dato’ Dr Chua Hock Hoo elected to accrue his fees for services to the Company to allow the Company to apply those funds which would have been applied to Director’s remuneration to its exploration programs. These fees have been treated as accrued expenses in the records of the Company and reported in NME’s audited accounts. The Company proposes that accrued director fees up to 30 June 2024 are converted into Shares in the Company.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue

of 5,834,594 Shares(**Director Shares**) to Dato' Dr Chua Hock Hoo (or his nominee) in lieu of having the Company pay Dato' Dr Chua Hock Hoo the accrued fees for services to the Company up to 30 June 2024 (**Director Shares**).

The Director Shares proposed to be issued under Resolution 5 are to be issued at \$0.05 per share and will be issued on the same terms and conditions as the Company's fully paid ordinary shares on issue.

8.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares pursuant to Resolution 5 to Dato' Dr Chua constitutes a financial benefit and Dato' Dr Chua is related party of the Company.

The Board (other than Dato' Dr Chua Hock Hoo) has considered the application of Chapter 2E of the Corporations Act (Related party provisions) and has resolved that in the Company's circumstances:

- (c) the reasonable remuneration exception provided by section 211 of the Corporations Act applies to Resolution 5; and
- (d) the arm's length exception provided by section 210 of the Corporations Act applies to Resolution 5.

On this basis Shareholder approval is not sought under Chapter 2E of the Corporations Act.

8.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue equity securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.3 is such, that in ASX's opinion, the issue or agreement should be approved by Shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of Director Shares to Dato' Dr Chua Hock Hoo under Resolution 5 falls within Listing Rule 10.11.1 as Dato' Dr Chua is a related party of the Company by virtue of being a Director of the Company.

As the proposed issues under Resolution 5 involve the issue of securities to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances. Therefore, shareholder approval under Listing Rule 10.11 is sought for the proposed issues of securities under Resolution 5.

8.4 Information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of Directors Shares. Approval pursuant to Listing Rule 7.1 is not required in order to issue the Director Shares to Dato' Dr Chua under Resolution 5 as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Shares under Resolution 5 will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1 and will therefore not reduce the Company's 15% capacity for the purposes of Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to issue the Director Shares referred to in Resolution 5. The Company will be liable to satisfy the accrued director fees with cash payments which will impact on the Company's available cash and mean less cash for the Company to spend on its projects and a decrease in available working capital.

Further, if Resolution 5 is not approved, payment of the accrued director's fees and repayments of loans will be extended until the latest of June 2025 or when the Company is in a position to repay in cash.

8.5 Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the information below is provided in relation to the issue of Shares pursuant to Resolution 5:

- (a) The Director Shares are to be issued to Dato' Dr Chua Hock Hoo.
- (b) Dato' Dr Chua is a related party of the Company by virtue of being a director (Listing Rule 10.11.1).
- (c) A total of 5,834,594 fully paid ordinary Shares are to be issued to Dato' Dr Chua (or his nominee) under Resolution 3.

- (d) The Director Shares will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (e) The Director Shares will be issued for nil cash consideration at a deemed issued price of \$0.05 per Share. The deemed conversion price is a premium of 16.3% of the closing price of \$0.043 on 30 September 2024. The Director Shares are being issued in lieu of the following accrued director fees owing to Dato' Dr Chua for the period from June 2012 to June 2022:

Person/Entity	Amount Owed	Number of Shares in Lieu at deemed issue price \$0.05/ share	Dilutionary effect
Dato' Dr Chua Hock Hoo	\$291,729.68	5,834,594	2.10%

- (f) The Director Shares to be issued will be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (g) No funds will be raised from the issue as the Director Shares are being issued in consideration for director services provided to the Company.
- (h) The purpose of the issue is to satisfy accrued director fees for the period June 2012 to June 2022. The Company is focussed on assessing development options for the Kookynie Tailings Project and progressing its JV tenements, as well as exploring potential value adding acquisition opportunities and considers that the conversion of these fees owing enables the Company to discharge these longstanding accrued liabilities on a non-cash basis now and to deploy its cash resources towards these operational activities instead.
- (i) The Director Shares are not being issued pursuant to an agreement.
- (j) A voting exclusion statement is included in the Notice.
- (k) Details of the Related Party's remuneration and amounts owing for which Resolution 5 proposes full satisfaction via issue of shares at a deemed price of \$0.05 are set out in the below table.

Dato' Dr Chua Hock Hoo					
Financial Year	Remuneration \$				Amount Outstanding \$
	Director Fees	Non-Cash	Super-annuation	Total	
30/06/2012	25,000.00	2,997.00	2,250.00	30,247.00	18,166.68
30/06/2013	25,000.00	-	2,250.00	27,250.00	27,250.00
30/06/2014	25,000.00	-	2,313.00	27,313.00	27,313.00
30/06/2015	25,000.00	-	2,375.00	27,375.00	27,375.00
30/06/2016	25,000.00	-	2,375.00	27,375.00	27,375.00
30/06/2017	25,000.00	-	2,375.00	27,375.00	27,375.00
30/06/2018	25,000.00	-	2,375.00	27,375.00	27,375.00
30/06/2019	25,000.00	-	2,375.00	27,375.00	27,375.00
30/06/2020	25,000.00	-	2,375.00	27,375.00	27,375.00
30/06/2021	25,000.00	-	2,375.00	27,375.00	27,375.00
30/06/2022	25,000.00	-	2,375.00	27,375.00	27,375.00
TOTAL					291,729.68

- (l) Details of Dato' Dr Chua Hock Hoo current total remuneration package is as follows:

Remuneration		
	Current Financial Year ending 30 June 2025	Previous Financial Year ending 30 June 2024
	\$	\$
Dato' Dr Chua Hock Hoo	27,875 ¹	27,750 ²

Notes:

1. Comprising cash salary of \$25,000 and superannuation of \$2,875.
2. Comprising cash salary of \$25,000 and superannuation of \$2,750.

- (m) Disclosure Statement pursuant to listing rule 10.17, that for each year contained in the table at item (j) above the combined quantum for total Non-Executive Director Remuneration has not been exceeded by the Company for each relevant year listed of \$350,000 per annum.

8.6 Remuneration Report Summary

Although not specifically disclosed for the years 2012 to 2022 in the remuneration report, it was an oversight by the Company not to disclose the deferral of Directors Fees, although the Remuneration report for each year was audited.

Below is a table for each year from 2013 until 2022 identifying the relevant notes that shareholders can refer to.

Annual Report Disclosure						
Financial Year	Total Payables and Accruals \$	Payable to directors (Accruals) \$	Note Number	Related Party Compensation Disclosure \$	Note Number	Remuneration Report Audited
30/06/2012	7,423,050		11	241,094	19+20	yes
30/06/2013	6,956,553	459,753	11+20	226,109	20+21	yes
30/06/2014	4,252,172	593,889	11+19	212,872	18+19	yes
30/06/2015	3,939,788	798,803	10+19	202,032	18+19	yes
30/06/2016	3,959,569	997,953	10+18	202,032	17+18	yes
30/06/2017	1,736,250	1,199,985	9+18	202,032	17+18	yes
30/06/2018	1,751,789	1,402,017	9+18	202,032	17+18	yes
30/06/2019	2,350,869	1,604,049	9+18	202,032	17+18	yes
30/06/2020	2,707,390	1,806,081	9+17	202,032	17+18	yes
30/06/2021	2,308,427	2,008,113	9+18	202,032	17+18	yes
30/06/2022	3,889,116	2,211,067	9+18	202,032	17+18	yes

8.7 Board recommendation

The Board, excluding Dato' Dr Chua Hock Hoo, recommend that Shareholders vote in favour of Resolution 5 as the issue of the Directors Shares will satisfy these longstanding accrued liabilities owed to Dato' Dr Chua Hock Hoo without impacting on the Company's available cash.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$	means Australian Dollars.
10% Placement Facility	has the meaning in Section 6.1.
10% Placement Period	has the meaning in Section 6.2(f).
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.
Annual General Meeting or Meeting	means the meeting convened by the Notice.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor	means Armada Audit and Assurance Pty Ltd.
Auditor's Report	means the report of the Auditor contained in the Annual Report.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means Nex Metals Explorations Ltd (ACN 124 706 449).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.

Financial Report	means the annual financial report in respect of the year ended 30 June 2024 prepared under Chapter 2M of the Corporations Act and contained in the Annual Report.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Minimum Issue Price	has the meaning in Section 6.2(e).
Notice	means this notice of Annual General Meeting.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.
Proxy Form	means the proxy form attached to the Notice.
Relevant Period	means the 12-month period immediately preceding the date of the issue or agreement.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Trading Day	means a day determined by ASX to be a trading day and notified to market participants being: <ul style="list-style-type: none"> (a) a day other than: <ul style="list-style-type: none"> (i) a Saturday, Sunday, New Year's Day, Good Monday, Easter Monday, Christmas Day, Boxing Day; and (ii) any other day which ASX declares and publishes is not a trading day; and (b) notwithstanding (a), a day which for the purposes of settlement, ASX declares is a trading day notwithstanding that dealings between market participants are suspended on that day.
VWAP	means the volume weighted average price of Shares traded on ASX.